

Objection Deadline: August 21, 2013, 4:00 p.m. Eastern Time
Hearing Date: September 11, 2013, 10:00 a.m. Eastern Time

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re:	:	Chapter 11
	:	
RESIDENTIAL CAPITAL, LLC <i>et al.</i> ,	:	Case No. 12-12020(MG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**COVER SHEET TO FIRST INTERIM APPLICATION OF ERNST & YOUNG LLP FOR
ALLOWANCE AND PAYMENT OF COMPENSATION FOR PROFESSIONAL
SERVICES AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

Name of Applicant: Ernst & Young LLP

Authorized to Provide Professional Services to: Residential Capital, LLC, and certain of its subsidiaries and affiliates, as debtors and debtors-in-possession

Retention Date: April 22, 2013, *nunc pro tunc* to October 1, 2012

Period for Which Compensation and Reimbursement is Sought: October 1, 2012 through April 30, 2013

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$ 98,380.00

Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: \$ 229.41

Total Fees and Expenses, this Compensation Period: \$ 98,609.41

Less: Aggregate Amounts Paid to Date: \$ 0.00

Amount Requested for Payment: \$ 98,609.41

Voluntary Reductions:

Monthly Fee Statements: \$ 43,950.00

Fee Applications: \$ 0.00

Total Voluntary Reductions: \$ 43,950.00

This is a(n) X Interim Final Application

Monthly Fee Statements This Period:

		Requested		Approved	
Date Served	Period Covered	Fees	Expenses	Fees (80% of Requested Amount)	Expenses
July 15, 2013	October 1, 2012 through April 30, 2013*	\$98,380.00	\$229.41	Pending	Pending

Blended Hourly Rate: \$454.62*

* The consolidated monthly fee statement included fees and expenses incurred from May 1-31, 2013, which monthly period is not covered by this Application. The blended hourly rate reflects only those fees incurred from October 1, 2012 through April 30, 2013.

Prior Interim Applications: N/A

Summary of Professionals, Hours and Rates for Services Rendered, By Project Category

Tax Advisory Services

Name	Title	Bill Rate	Hours	Total Fees
Alvarez, David	Senior	\$450.00	3.1	\$1,395.00
Flagg, Nancy	Executive Director	\$750.00	19.6	\$14,700.00
Mitchell, Traci	Executive Director	\$750.00	9.5	\$7,125.00
Morley, Bruce	Manager	\$575.00	11.0	\$6,325.00
Peruski, Ryan	Staff	\$225.00	9.5	\$2,137.00
Sacks, Stephen	Executive Director	\$750.00	27.0	\$20,250.00
Sapir, Eric	Staff	\$225.00	27.5	\$6,187.00
Tucker, Howard	Partner	\$850.00	23.7	\$20,145.00
		TOTAL	130.9	\$78,265.00

Fee Applications

Name	Title	Bill Rate	Hours	Total Fees
Flagg, Nancy	Executive Director	\$750.00	1.6	\$1,200.00
Mitchell, Traci	Executive Director	\$750.00	1.0	\$750.00
Peruski, Ryan	Staff	\$225.00	0.8	\$180.00
Sacks, Stephen	Executive Director	\$750.00	3.5	\$2,625.00
		TOTAL	6.9	\$4,755.00

Retention Applications

Name	Title	Bill Rate	Hours	Total Fees
Flagg, Nancy	Executive Director	\$750.00	41.7	\$31,275.00
Mitchell, Traci	Executive Director	\$750.00	36.9	\$27,675.00
		TOTAL	78.6	\$15,000.00*

*--Reflects a voluntary reduction of \$43,950.00 in fees for 58.6 hours of work performed and recorded by Ms. Flagg and Ms. Mitchell.

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RESIDENTIAL CAPITAL, LLC, <i>et al.</i>,	:
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Debtors.	:
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Chapter 11
Case No. 12-12020(MG)
(Jointly Administered)

**FIRST INTERIM APPLICATION OF ERNST & YOUNG LLP FOR ALLOWANCE
AND PAYMENT OF COMPENSATION FOR PROFESSIONAL SERVICES AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

Ernst & Young LLP (the “Applicant”), as tax advisor to Residential Capital, LLC, and certain of its subsidiaries and affiliates, as debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), respectfully represents:

INTRODUCTION

1. This is the Applicant’s first interim application (the “Application”) for allowance and payment of compensation for professional services and reimbursement of expenses pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Local Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the Court’s General Order M-447 (the “General Order”), the United States Trustees Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330 adopted on January 30, 1996 (the “UST Guidelines”) and this Court’s Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals, entered on July 17, 2012 [Docket No. 797] (the “Compensation

Order,” and together with the UST Guidelines, General Order, Local Rules, Bankruptcy Rules, and Bankruptcy Code, the “Applicable Guidelines and Orders”).

2. This Application requests compensation for certain professional services described below rendered by the Applicant on behalf of the Debtors from October 1, 2012 through April 30, 2013 (the “Compensation Period”) and reimbursement of actual and necessary expenses incurred by the Applicant during the Compensation Period in connection with the rendering of the professional services. This Application complies with the Applicable Guidelines and Orders as stated in the certification, attached hereto as Exhibit A, made on behalf of the Applicant by Howard Tucker (the “Certification”). Mr. Tucker reviewed the Application and approved the requested amount.

3. This Application seeks the interim approval and allowance of compensation in the amount of \$98,380.00 representing the fees for the Applicant’s actual time charges for 216.4 hours of professional services rendered during the Compensation Period, plus reimbursement of actual and necessary expenses incurred in the amount of \$229.41, for a total of \$98,609.41, all as more fully set forth below. Approval and allowance of this amount is fully warranted given the actual and necessary services rendered to the Debtors by the Applicant as described in this Application.

4. As of the date of this Application, the Debtors have not paid the Applicant any of the above fees and expenses. This Application therefore also seeks an order authorizing and directing the Debtors to pay the Applicant all requested fees and expenses that remain outstanding as of the date of such an order.

JURISDICTION AND VENUE

5. This Court has subject matter jurisdiction to consider this matter under 28 U.S.C. § 1334. This is a core proceeding under 28 U.S.C. § 157(b).

6. Venue is proper before this Court under 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

7. On May 14, 2012 (the “Petition Date”), the Debtors filed their voluntary chapter 11 petitions for relief (the “Chapter 11 Cases”) under title 11 of the Bankruptcy Code.

8. The Debtors are operating their businesses as debtors in possession under sections 1107(a) and 1108 of the Bankruptcy Code.

9. On June 20, 2012, the Court directed that an examiner be appointed in these Chapter 11 Cases [Docket No. 454], and on July 3, 2012, the Court approved Arthur J. Gonzalez as the examiner (the “Examiner”) [Docket No. 674].

10. On July 17, 2012, this Court entered the Compensation Order, which authorizes the monthly payment of eighty percent (80%) of fees and one hundred percent (100%) of expenses to retained professionals upon submission of monthly statements to, and provided no formal objections were filed by, the Notice Parties as that term is defined in paragraph 2(a) of the Compensation Order. The Compensation Order also requires the submission of periodic interim fee applications and a final fee application for approval and allowance of compensation and reimbursement of expenses, upon which any formal objections not resolved consensually will be presented to the Court.

11. On July 3, 2013, the Debtors and the Official Committee of Unsecured Creditors filed the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 4153] (the “Plan”) and a proposed disclosure statement [Docket No. 4157] (the “Disclosure Statement”) for the Plan. A hearing on approval of the Disclosure Statement has been scheduled for August 21, 2013 at 10:00 a.m. (Eastern Time). The Court has not yet scheduled a hearing on confirmation of the Plan.

RETENTION OF ERNST & YOUNG LLP AND MONTHLY FEE STATEMENTS

12. On April 12, 2013, the Debtors filed their Application for Entry of an Order Authorizing the Retention and Employment of Ernst & Young LLP as Tax Advisor to the Debtors *Nunc Pro Tunc* to October 1, 2012 [Docket No. 3429] (the “Retention Application”). The Retention Application sought the Court’s authorization of the Debtors’ employment and retention of the Applicant in accordance with the terms and conditions set forth in the master services agreement between the Debtors and the Applicant (the “MSA”) and the incorporated statement of work for bankruptcy tax advisory services (the “Tax Advisory SOW,” and together with the MSA, the “Engagement Letter”).

13. Under the Tax Advisory SOW, the Debtors retained the Applicant to provide the following services (the “Tax Advisory Services”):

- (i) Advising Residential Capital, LLC in developing an understanding of the tax implications and tax sharing implications of its bankruptcy restructuring alternatives and post-bankruptcy operations, including research and analysis of the applicable Internal Revenue Code, Treasury regulations, case law and other relevant US federal, state, and non-US tax authorities, as applicable;
- (ii) Understanding reorganization and/or restructuring alternatives Residential Capital, LLC is evaluating with its existing bondholders and other creditors that may result in a change in the equity, capitalization and/or ownership of the shares of Residential Capital, LLC or its assets;
- (iii) Advising with respect to the calculations related to historical changes in ownership of Residential Capital, LLC’s equity, including a review of whether the shifts in equity ownership may have caused an ownership change that will restrict the use of tax attributes (such as net operating loss, capital loss and credit carry forwards and built-in losses) and the amount of any such limitation;
- (iv) Advising with respect to the determination of the amount of Residential Capital, LLC's tax attributes, section 382 limitation (if any), discharge of indebtedness income, attribute reduction and net unrealized built-in loss and an estimate of the built-in loss to be recognized during the five-year, post-ownership change recognition period based on Notice 2003-65. EY LLP will confirm whether section 382(1)(5) may be applied to the plan of

reorganization and, if so, review modeling to determine whether it is more advantageous to apply section 382(1)(5) or elect section 382(1)(6);

- (v) Advising with respect to the analysis related to availability, limitations and preservation of tax attributes such as net operating losses, tax credits, stock and asset basis as a result of the application of the federal and state (or non-US local country if applicable) cancellation of indebtedness provisions, including the review of calculations to determine the amount of tax attributes reduction related to debt cancellation income. EY LLP will also assist with the analysis with respect to the benefits or detriments of making other related elections, such as the election under section 108(b)(5);
- (vi) Advising with respect to tax analysis associated with planned or contemplated acquisitions and divestitures, including tax return disclosure and presentation;
- (vii) Advising with respect to tax analysis and research related to tax-efficient domestic restructurings, including review of stock basis computations, non-income tax consequences, and verifying tax basis of assets and tax basis of subsidiary balance sheets for purposes of evaluating transactions;
- (viii) Advising with respect to the analysis of historical returns, tax positions and Residential Capital, LLC records for the application of relevant consolidated tax return rules to the current transaction, including but not limited to, deferred inter-company transactions, excess loss accounts and other consolidated return issues for each legal entity in Residential Capital, LLC's US tax group;
- (ix) Advising with respect to the federal, state and local tax treatment (including tax return disclosure and presentation) governing the timing and deductibility of expenses incurred before and during the bankruptcy period, including but not limited to, bankruptcy costs, severance costs, interest and financing costs, legal and professional fees, and other costs incurred as Residential Capital, LLC rationalizes its operations;
- (x) Advising with respect to the federal, state and local country tax consequences of internal restructurings and rationalization of inter-company accounts;
- (xi) Advising with respect to the federal, state and local tax consequences of potential material bad debt and worthless stock deductions, including tax return disclosure and presentation;
- (xii) Assisting with the documentation of, as appropriate or necessary, the tax analysis, opinions, recommendations, conclusions and correspondence for any proposed restructuring alternative, bankruptcy tax issue, or other tax matter described above; and

- (xiii) Advising with respect to bankruptcy related federal, state and local tax matters including research to determine tax lien and/or officer/director liability exposures related to non-payment or non- timely payment of pre-petition taxes as identified by Residential Capital, LLC or counsel, advising with respect to taxing jurisdiction correspondence and post-petition return disclosure considerations (including requests for prompt tax liability determinations) for Residential Capital, LLC's review and finalization with counsel, and overview of related tax considerations to be considered by Residential Capital, LLC and counsel in the development of bankruptcy workplan, tax department procedures related to bankruptcy tax issues, and analysis of tax claims.

14. On April 22, 2013, the Court entered an order approving the Retention Application on a final basis, *nunc pro tunc* to October 1, 2012 [Docket No. 3492] (the “Retention Order”).

15. The Applicant commenced providing services to the Debtors on October 1, 2012, at the request of the Debtors.

16. With respect to the Compensation Period, the Applicant served a consolidated monthly fee statement on the Notice Parties on July 15, 2013 for the period from October 1, 2012 through May 31, 2013 (the “Monthly Fee Statement”). By the Monthly Fee Statement, the Applicant requested \$98,380.00 in fees and \$229.41 in expenses incurred during the Compensation Period.¹

17. The deadline for objecting to the Monthly Fee Statement has not passed. As of the date of this Application, no party has filed or served on the Applicant an objection to the Monthly Fee Statement, and neither the Applicant nor its counsel have received any objections to the Monthly Fee Statement. If no objections to the Monthly Fee Statement are filed or served on or before August 5, 2013, then under the Interim Compensation Order the Debtors will owe the

¹ The remaining \$168,948.00 in fees and \$9,535.17 in expenses requested in the Monthly Fee Statement were incurred between May 1-31, 2013. The Applicant will seek interim approval and allowance of these fees and expenses in its next interim fee application.

Applicant the amount of \$78,933.41, which amount represents 80% of the fees and 100% of the expenses incurred during the Compensation Period and requested in the Monthly Fee Statement.

18. Before the Applicant served the Monthly Fee Statement, a representative of the Debtors with authority to approve or disapprove of the amounts was provided a copy of the time and expense detail covering the Compensation Period. The Debtors have, to date, made no objection to any of the fees or expenses requested for approval and allowance herein.

19. No agreement or understanding exists between the Applicant and any other person for the sharing of compensation received from professional services rendered or in connection with the Chapter 11 Cases. Nor shall the Applicant share or agree to share the compensation paid or allowed from Debtors' estates for such professional services with any other person.

SUMMARY OF SERVICES RENDERED BY ERNST & YOUNG LLP
DURING THE COMPENSATION PERIOD

20. During the Compensation Period, the Applicant provided services falling under the project categories of Tax Advisory Services, Fee Applications, and Retention Applications.

21. Attached hereto as Exhibit B is a schedule specifying the amount of fees and expenses incurred in the project categories for which the Applicant seeks allowance by this Application.

22. The attached Exhibit C sets forth the names, titles, and hourly rates of, and number of hours billed by, all professionals of the Applicant who rendered services to the Debtors during the Compensation Period. The hourly rates comply with the terms of the Engagement Letter and Retention Order reflect the normal hourly rates for professional services charged by the professionals of the Applicant for each type of work, and are consistent with rates typically charged by other comparable firms for this type of work.

23. The Applicant's professionals have maintained contemporaneous time records indicating the time that each professional spent working on a particular matter and the nature of the task performed. Copies of these time records are annexed to this Application as Exhibit D.

24. Attached hereto as Exhibit E are contemporaneously maintained records of the expenses for which the Applicant seeks reimbursement by this Application.

Tax Advisory Services

25. During the Compensation Period, the Applicant's services included advising the Debtors' regarding their tax sharing agreement with Ally Financial, Inc., calculating the Debtors' tax basis, assisting the Debtors in their assessment of and strategy for approaching state and federal tax claims in the bankruptcy, contacting federal and state authorities to discuss and resolve claims on the Debtors' behalf, and analyzing the potential impact of Internal Revenue Code section 382 on the Debtors' tax assets following an ownership change. These projects are ongoing and likely will continue to be performed at least until the Debtors confirm a plan of reorganization.

26. In performing the Tax Advisory Services, the Applicant's professionals expended a total of 130.9 hours during the Compensation Period for which the Applicant seeks allowance of compensation for professional services of \$78,265.00 in fees and \$229.41 in expenses, for a total of \$78,854.41. A list of each person providing services in this project category during the Compensation Period, the number of hours each person billed in this project category, and the amount of compensation requested for each person is provided on Exhibit C and is incorporated here by reference.

Fee Applications

27. The Applicant's professionals also spent time during the Compensation Period

preparing the Monthly Fee Statement. Preparation of monthly fee statements is ongoing and will continue to be performed at least until the Debtors confirm a plan of reorganization.

28. In connection with the preparation of the Monthly Fee Statement, the Applicant's professionals expended a total of 6.9 hours during the Third Compensation Period for which the Applicant seeks allowance of compensation for professional services of \$4,755.00. No expenses were incurred in this project category. A list of each person providing services in this project category during the Compensation Period, the number of hours each person billed in this project category, and the amount of compensation requested for each person is provided on Exhibit C and is incorporated here by reference.

Retention Application

29. The Applicant's Professionals also spent time during the Compensation Period working on the Retention Application. This included an extensive and diligent review of the Applicant's connections to the parties in interest in these Chapter 11 Cases, addressing the comments of the Official Committee of Unsecured Creditors and the Debtors to the terms of the retention, completing client acceptance requirements and the Statement of Work, and preparing the Retention Application and supporting declaration. These projects have concluded; however, should the Debtors require the Applicant to expand the scope of its services, further work in this project category may be required.

30. In connection with this project category, the Applicant's professionals expended a total of 78.6 hours during the Compensation Period for which the Applicant seeks allowance of compensation for professional services of \$15,000.00.² No expenses were incurred in this

² Following discussions with the Debtors, the Applicant accepted a voluntary fee reduction of \$43,950.00 in this project category. The Applicant also spent an unknown number of additional hours working on retention activities for which its professionals did not record their time.

project category. A list of each person providing services in this project category during the Compensation Period, the number of hours each person billed in this project category, and the amount of compensation requested for each person is provided on Exhibit C and is incorporated here by reference.

31. The Applicant has endeavored to reduce fees by assigning work to professionals with lower hourly rates when appropriate.

32. All services rendered by the Applicant for the Debtors during the Compensation Period were performed in connection with the representation of Debtors in these Chapter 11 Cases.

THE REQUESTED COMPENSATION SHOULD BE ALLOWED

33. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330(a)(3) further provides that in determining the amount of reasonable compensation to be awarded,

[T]he court shall consider the nature and extent, and the value of such services, taking into account all relevant factors, including –

(A) the time spent on such services;

(B) the rates charged for such services;

(C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;

(D) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title; and

(E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

34. The Applicant's fees during the Compensation Period are reasonable under the prevailing legal standard and should be allowed on an interim basis, as requested herein. The Applicant's services have provided substantial benefits to the Debtors and the amount of the fees requested is not unusual given the numerous and complex issues presented by the Debtors' businesses, finances, operations and bankruptcy. The requested compensation is commensurate with customary compensation charged by comparably skilled practitioners in cases other than those filed under the Bankruptcy Code. Moreover, the services for which the Applicant seeks compensation were necessary and beneficial to the estate and the requested compensation is reasonable in light of the nature, extent and value of such services.

NOTICE AND PRIOR APPLICATIONS

35. A complete copy of this Application, with exhibits, has been provided to the Notice Parties and to the Court. In light of the nature of the relief requested herein, the Applicant submits that no other or further notice need be provided.

36. No prior application for the relief sought herein has been requested by the Applicant.

CONCLUSION

WHEREFORE, the Applicant respectfully requests that this Court enter an order (i) approving and allowing on an interim basis compensation of fees for professional services rendered for the Debtors during the Compensation Period in the amount of \$98,380.00 and reimbursement for actual and necessary expenses incurred during the Compensation Period in the amount of \$229.41 for a total of \$98,609.41; (ii) authorizing and directing the Debtors to pay the Applicant all fees and expenses for the Compensation Period that remain outstanding as of

the date of the order; and (iii) granting such other and further relief as this Court deems just and equitable under the circumstances.

Dated: August 7, 2013
Madison, Wisconsin

By: /s/ Matthew D. Lee
Matthew D. Lee
FOLEY & LARDNER LLP
150 East Gilman Street
Post Office Box 1497
Madison, Wisconsin 53701
Telephone: (608) 257-5035
Facsimile: (608) 258-4258
e-mail: mdlee@foley.com

Counsel for Foley & Lardner LLP

Exhibit A

Certification

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:
In re:	:
	:
RESIDENTIAL CAPITAL, LLC, <i>et al.</i>,	:
	:
Debtors.	:
	:
-----X	

Chapter 11
Case No. 12-12020(MG)
(Jointly Administered)

CERTIFICATION OF HOWARD TUCKER

Howard Tucker declares and states as follows:

1. I am a partner in the firm of Ernst & Young LLP (the “Applicant”), tax advisor to Residential Capital, LLC and certain of its subsidiaries and affiliates, as debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned Chapter 11 Cases.

2. I make this certification in support of the Applicant’s foregoing application (the “Application”) for allowance and payment of compensation for professional services and reimbursement of expenses for the period beginning October 1, 2012 through April 30, 2013 (the “Compensation Period”).

3. I am the professional designated by the Applicant in respect of compliance with the General Order M-447 (the “General Order”), the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, dated January 29, 2013 (the “Local Guidelines”) and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the “UST Guidelines,” and together with the General Order and Local Guidelines, the “Guidelines”).

4. I have personally performed services rendered by the Applicant during the Compensation Period and am thoroughly familiar with all other work performed on behalf of the Debtors by the Applicant's professionals.

5. In compliance with the Local Guidelines, I certify that:

a. I have read the Application.

b. To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Guidelines.

c. Except to the extent that fees or disbursements are prohibited by the Guidelines, the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Applicant and generally accepted by the Applicant's clients.

d. In providing a reimbursable service in these cases, the Applicant does not make a profit on that service, whether the service is performed by the Applicant in-house or through a third-party.

e. With respect to Section B(2) of the Local Guidelines, upon the entry of the order authorizing the retention of the Applicant on April 22, 2013, I note that, on the dates identified in the cover sheet to the Application, the Applicant provided monthly billing statements of the Applicant's fees and disbursements accrued during the Compensation Period to the Notice Parties (as that term is defined in the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals, entered on July 17, 2012 [Docket No. 797] (the "Compensation Order")). Because of the exigencies of these Chapter 11 Cases, and despite the Applicant's

reasonable efforts, the Applicant's monthly billing statements were not served within the exact period prescribed in the Compensation Order.

f. With respect to section B(3) of the Local Guidelines, I note that copies of this Application are being provided to the Notice Parties on the date for filing fee applications set by the Court in the Compensation Order.

6. In accordance with Rule 2016(a) of the Federal Rules of Bankruptcy and section 504 of title 11 of the United States Code (the "Bankruptcy Code"), no agreement or understanding exists between the Applicant and any other person for the sharing of compensation to be received in connection with this chapter 11 case.

7. By this certification, the Applicant does not waive or release any rights or entitlements it has under the order of this Court, entered April 22, 2013, approving the Applicant's retention by the Debtors *nunc pro tunc* to October 1, 2012, or pursuant to the terms of the engagement letter and associated statement of work between the Applicant and Debtors attached as exhibits to the Debtors' application to employ and retain the Applicant.

[continued on the next page]

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 7th day of August, 2013 at New York, New York.

By:



Name: Howard Tucker
Title: Partner

Exhibit B

Schedule of Fees and Expenses

Tax Advisory Services

Fees: \$ 78,265.00
Expenses: \$ 229.41

Fee Applications

Fees: \$ 4,755.00
Expenses: \$ 0.00

Retention Application

Fees: \$ 15,000.00
Expenses: \$ 0.00

Exhibit C

Summary of Professionals, Hours and Rates for Services Rendered

Tax Advisory Services

Name	Title	Bill Rate	Hours	Total Fees
Alvarez, David	Senior	\$450.00	3.1	\$1,395.00
Flagg, Nancy	Executive Director	\$750.00	19.6	\$14,700.00
Mitchell, Traci	Executive Director	\$750.00	9.5	\$7,125.00
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		TOTAL	130.9	\$78,265.00

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Mitchell, Traci	Executive Director	\$750.00	36.9	\$27,675.00
		TOTAL	78.6	\$15,000.00*

*--Reflects a voluntary reduction of \$43,950.00 in fees for 58.6 hours of work performed and recorded by Ms. Flagg and Ms. Mitchell.

Exhibit D

Time Detail

Exhibit D-1

Tax Advisory Services

In re Residential Capital, LLC, et al.						
Ernst & Young LLP Time Detail --- Tax Advisory Services						
October 1, 2012 through April 30, 2013						
Employee Name	Rank	Transaction Date	Description	Hours Charged	Std Bill Rate	Total Fee
Alvarez,David M	423-Senior-Grade 3	24 Apr 2013	Meet and discuss depth of the tax claims filed against ResCap with T. Mitchell	0.2	\$ 450.00	\$ 90.00
Alvarez,David M	423-Senior-Grade 3	24 Apr 2013	Phone conference with J. Horner (ResCap) engagement team to discuss information sharing with debtor in possession counsel	0.3	\$ 450.00	\$ 135.00
Alvarez,David M	423-Senior-Grade 3	25 Apr 2013	Correspond with accounts examiner for Texas assigned to the ResCap claims concerning the calculation of the claim	0.2	\$ 450.00	\$ 90.00
Alvarez,David M	423-Senior-Grade 3	25 Apr 2013	Corresponded regarding prior year tax returns as support with accounts examiner for Texas claims	0.1	\$ 450.00	\$ 45.00
Alvarez,David M	423-Senior-Grade 3	26 Apr 2013	Discuss debtor in possession facts with T. Mitchell in order to effectively argue with Texas regarding the ResCap claims	0.2	\$ 450.00	\$ 90.00
Alvarez,David M	423-Senior-Grade 3	26 Apr 2013	Research and analyze IRS practice and procedures, case law and PLRs regarding J&S liability for corporate parent of ResCap	1.5	\$ 450.00	\$ 675.00
Alvarez,David M	423-Senior-Grade 3	26 Apr 2013	Discussion with J. Horner (ResCap) about the IRS practice and procedures, case law and PLRs regarding J&S liability	0.3	\$ 450.00	\$ 135.00
Alvarez,David M	423-Senior-Grade 3	29 Apr 2013	Meet with T. Mitchell regarding update on IRS claims	0.3	\$ 450.00	\$ 135.00
			Sub Total	3.1		\$ 1,395.00
Flagg,Nancy A.	131-Executive Director-Grade 1	07 Oct 2012	Review and analyze bankruptcy IRS claims to prepare for client meeting	1.0	\$ 750.00	\$ 750.00
Flagg,Nancy A.	131-Executive Director-Grade 1	08 Oct 2012	Meet with J. Horner to share bankruptcy tax claims resolution process and focus areas that can save cash tax dollars	2.9	\$ 750.00	\$ 2,175.00
Flagg,Nancy A.	131-Executive Director-Grade 1	08 Oct 2012	Summarize bankruptcy documents from the various tax jurisdictions from KCC site to discuss action plan on how to efficiently resolve them	0.9	\$ 750.00	\$ 675.00
Flagg,Nancy A.	131-Executive Director-Grade 1	09 Mar 2013	Phone conference with M. Talarico (FTI) regarding IRS claim status	0.6	\$ 750.00	\$ 450.00
Flagg,Nancy A.	131-Executive Director-Grade 1	10 Mar 2013	Correspond with M. Talarico (FTI) regarding IRS claim next steps	0.3	\$ 750.00	\$ 225.00
Flagg,Nancy A.	131-Executive Director-Grade 1	29 Mar 2013	Phone conference with J. Horner (ResCap) regarding the engagement kickoff and terms of the statement of work	0.4	\$ 750.00	\$ 300.00
Flagg,Nancy A.	131-Executive Director-Grade 1	08 Apr 2013	Phone conference regarding next steps on claims resolution with T. Mitchell	0.3	\$ 750.00	\$ 225.00
Flagg,Nancy A.	131-Executive Director-Grade 1	09 Apr 2013	Phone conference with J. Horner (ResCap) to discuss approach to clearing the claims filed against ResCap	0.9	\$ 750.00	\$ 675.00

Flagg, Nancy A.	131-Executive Director-Grade 1	09 Apr 2013	Phone conference with T. Mitchell and B. Morley to discuss strategy for claims for initiating work with tax jurisdictions	0.5	\$ 750.00	\$ 375.00
Flagg, Nancy A.	131-Executive Director-Grade 1	09 Apr 2013	Correspond with J. Horner (ResCap) and N. Bulson (ResCap) regarding claims status	0.3	\$ 750.00	\$ 225.00
Flagg, Nancy A.	131-Executive Director-Grade 1	09 Apr 2013	Phone conference with J. Horner (ResCap) regarding the agenda for the weekly claims update call	0.4	\$ 750.00	\$ 300.00
Flagg, Nancy A.	131-Executive Director-Grade 1	11 Apr 2013	Phone conference with C. Hromatka (ResCap) regarding claim tracker status	0.4	\$ 750.00	\$ 300.00
Flagg, Nancy A.	131-Executive Director-Grade 1	15 Apr 2013	Review and analyze IRS claim	0.7	\$ 750.00	\$ 525.00
Flagg, Nancy A.	131-Executive Director-Grade 1	17 Apr 2013	Phone conference with T. Mitchell and B. Morley regarding the claim review tracker to advise on new claims that have been identified	0.8	\$ 750.00	\$ 600.00
Flagg, Nancy A.	131-Executive Director-Grade 1	18 Apr 2013	Prepared for ResCap and Ally phone call by reviewing and summarizing tax claims database	1.3	\$ 750.00	\$ 975.00
Flagg, Nancy A.	131-Executive Director-Grade 1	18 Apr 2013	Correspond with J. Horner (ResCap) regarding MI unemployment notice issue	0.6	\$ 750.00	\$ 450.00
Flagg, Nancy A.	131-Executive Director-Grade 1	18 Apr 2013	Phone conference with J. Horner (ResCap) and N. Bulson (ResCap) to secure info needed to work on open tax claims	1.3	\$ 750.00	\$ 975.00
Flagg, Nancy A.	131-Executive Director-Grade 1	24 Apr 2013	Correspond with M. Talarico (FTI) on IRS claim status	0.6	\$ 750.00	\$ 450.00
Flagg, Nancy A.	131-Executive Director-Grade 1	24 Apr 2013	Phone conference with M. Talarico (FTI) and debtor counsel regarding the IRS claim next steps	0.6	\$ 750.00	\$ 450.00

Flagg, Nancy A.	131-Executive Director-Grade 1	25 Apr 2013	Phone conference with J. Horner (ResCap) and T. Mitchell regarding claim info request and status of the power of attorneys	0.9	\$ 750.00	\$ 675.00
Flagg, Nancy A.	131-Executive Director-Grade 1	29 Apr 2013	Phone conference with T. Mitchell and B. Morley regarding power of attorney status and claims review	1.1	\$ 750.00	\$ 825.00
Flagg, Nancy A.	131-Executive Director-Grade 1	29 Apr 2013	Phone conference J. Horner (ResCap) regarding the status of the claims and discuss overall team strategy for analysis and resolution of claims	0.5	\$ 750.00	\$ 375.00
Flagg, Nancy A.	131-Executive Director-Grade 1	30 Apr 2013	Reviewed claims with B. Morley to initiate calls with the various tax jurisdictions	0.7	\$ 750.00	\$ 525.00
Flagg, Nancy A.	131-Executive Director-Grade 1	30 Apr 2013	Phone conference with T. Mitchell on IRS claims	0.8	\$ 750.00	\$ 600.00
Flagg, Nancy A.	131-Executive Director-Grade 1	30 Apr 2013	Phone conference with H. Tucker and S. Sacks on work performed in order to calculate the tax basis of ResCap	0.8	\$ 750.00	\$ 600.00
			Sub Total	19.6		\$ 14,700.00

Mitchell, Traci R.	131-Executive Director-Grade 1	09 Apr 2013	Phone conference with N. Flagg and B. Morley and J. Horner (ResCap) regarding the status of the open claims and put together a strategy for moving forward	1.0	\$ 750.00	\$ 750.00
Mitchell, Traci R.	131-Executive Director-Grade 1	10 Apr 2013	Meet with R. Peruski regarding the preparation of power of attorneys	1.2	\$ 750.00	\$ 900.00
Mitchell, Traci R.	131-Executive Director-Grade 1	24 Apr 2013	Phone conference with ResCap legal counsel regarding IRS claim, status and approach	0.8	\$ 750.00	\$ 600.00
Mitchell, Traci R.	131-Executive Director-Grade 1	25 Apr 2013	Develop info request list for resolving claims and email to J. Horner (ResCap)	1.4	\$ 750.00	\$ 1,050.00
Mitchell, Traci R.	131-Executive Director-Grade 1	25 Apr 2013	Finalize ResCap power of attorneys	0.3	\$ 750.00	\$ 225.00
Mitchell, Traci R.	131-Executive Director-Grade 1	25 Apr 2013	Phone conference with IRS regarding the IRS claim	0.4	\$ 750.00	\$ 300.00
Mitchell, Traci R.	131-Executive Director-Grade 1	25 Apr 2013	Drafted and sent letter to IRS with questions to substantiate the tax claims against ResCap for agent	0.6	\$ 750.00	\$ 450.00
Mitchell, Traci R.	131-Executive Director-Grade 1	25 Apr 2013	Correspond with ResCap legal counsel regarding updated status on IRS claim	0.8	\$ 750.00	\$ 600.00
Mitchell, Traci R.	131-Executive Director-Grade 1	25 Apr 2013	Reviewed Form 1065 for the applicable period for IRS claim	0.6	\$ 750.00	\$ 450.00
Mitchell, Traci R.	131-Executive Director-Grade 1	26 Apr 2013	Phone conference with J. Horner (ResCap) to provide update on IRS claim	0.4	\$ 750.00	\$ 300.00
Mitchell, Traci R.	131-Executive Director-Grade 1	26 Apr 2013	Correspond with R. Parker (Ally) regarding status of IRS audit.	0.4	\$ 750.00	\$ 300.00
Mitchell, Traci R.	131-Executive Director-Grade 1	29 Apr 2013	Phone conference with R. Parker (Ally) to discuss status of IRS audit and state tax matters.	0.4	\$ 750.00	\$ 300.00
Mitchell, Traci R.	131-Executive Director-Grade 1	29 Apr 2013	Correspond with J. Horner (ResCap) regarding status on IRS and Ohio claims.	0.4	\$ 750.00	\$ 300.00
Mitchell, Traci R.	131-Executive Director-Grade 1	29 Apr 2013	Phone conference with N. Flagg and B. Morley to discuss on status and approach for handling claims	0.4	\$ 750.00	\$ 300.00
Mitchell, Traci R.	131-Executive Director-Grade 1	30 Apr 2013	Phone Conference with Texas Attorney General regarding claims filed by Texas.	0.4	\$ 750.00	\$ 300.00
			Sub Total	9.5		\$ 7,125.00
Morley, Bruce	323-Manager-Grade 3	29 Apr 2013	Review and analyze claims for MO and action plan for that state	3.5	\$ 575.00	\$ 2,012.50
Morley, Bruce	323-Manager-Grade 3	30 Apr 2013	Review and analyze claims for PA and action plan for that state	7.5	\$ 575.00	\$ 4,312.50
			Sub Total	11.0		\$ 6,325.00
Peruski, Ryan J.	444-Staff/Assistant-Grade 4	08 Apr 2013	Prepared information necessary to complete powers of attorney to send to client	0.5	\$ 225.00	\$ 112.50

Peruski,Ryan J.	444-Staff/Assistant-Grade 4	09 Apr 2013	Completed Pennsylvania power of attorney necessary for investigation of Pennsylvania tax claims for client signature	0.8	\$ 225.00	\$ 180.00
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	09 Apr 2013	Phone conference with T. Mitchell regarding action plan to tackle claims	0.1	\$ 225.00	\$ 22.50
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	09 Apr 2013	Phone conference with J. Horner (ResCap) and N. Bulson (ResCap) regarding status of the tax claims	0.9	\$ 225.00	\$ 202.50
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	10 Apr 2013	Review and edit Pennsylvania POA	0.4	\$ 225.00	\$ 90.00
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	11 Apr 2013	Completed Texas power of attorney necessary for investigation of Texas tax claims for client signature	0.8	\$ 225.00	\$ 180.00
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	11 Apr 2013	Meet with T. Wetherington and T. Mitchell about the federal power of attorney and the issues regarding the parties signatures and revoking old claims	0.5	\$ 225.00	\$ 112.50
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	11 Apr 2013	Completed Ohio power of attorney necessary for investigation of Ohio tax claims for client signature	0.7	\$ 225.00	\$ 157.50
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	18 Apr 2013	Phone conference with T. Mitchell, N. Flagg, and B. Morley regarding the claims and plan of attack	1.1	\$ 225.00	\$ 247.50
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	18 Apr 2013	Drafted FL, MO and TN POAs for client signature	0.8	\$ 225.00	\$ 180.00
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	18 Apr 2013	Drafted federal power of attorney for client signature	0.6	\$ 225.00	\$ 135.00
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	24 Apr 2013	Finished the MO and TN POAs	0.4	\$ 225.00	\$ 90.00
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	25 Apr 2013	Drafted letter to IRS instruction on the factual circumstances of ResCap in order to get the IRS to withdraw the claim	0.4	\$ 225.00	\$ 90.00
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	25 Apr 2013	Completed Florida power of attorney necessary for investigation of Florida tax claims for client signature	0.3	\$ 225.00	\$ 67.50
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	25 Apr 2013	Phone conference with J. Stern at the Texas Attorney Generals Office regarding the outstanding claims	0.3	\$ 225.00	\$ 67.50
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	29 Apr 2013	Phone conference with J. Stern (Agent for Texas AGs office regarding the power of attorney and claims	0.3	\$ 225.00	\$ 67.50
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	29 Apr 2013	Drafted letter to J. Stern at Texas AGs Office concerning the need to discuss the tax claims filed against ResCap	0.3	\$ 225.00	\$ 67.50
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	30 Apr 2013	Phone conference with Texas Attorney Generals Office regarding tax claims	0.3	\$ 225.00	\$ 67.50
			Sub Total	9.5		\$ 2,137.50
Sacks,Stephen A	134-Executive Director-Grade 4	09 Oct 2012	Phone conference with J. Horner (ResCap) and H. Tucker and E. Sapir regarding tax implications of potential carve-out bids.	1.0	\$ 750.00	\$ 750.00
Sacks,Stephen A	134-Executive Director-Grade 4	09 Oct 2012	Review public company filings for tax attributes and other tax basis related items.	1.5	\$ 750.00	\$ 1,125.00

Sacks, Stephen A	134-Executive Director-Grade 4	10 Oct 2012	Continue review of financials and tax sharing agreements between group parent and first tier sub parent, as well as client and first tier sub and additional down-stream agreements.	0.9	\$ 750.00	\$ 675.00
Sacks, Stephen A	134-Executive Director-Grade 4	11 Oct 2012	Continue review of financials and tax sharing agreements between group parent and first tier sub parent, as well as client and first tier sub and additional down-stream agreements.	1.1	\$ 750.00	\$ 825.00
Sacks, Stephen A	134-Executive Director-Grade 4	12 Oct 2012	Continue review of financials and tax sharing agreements between group parent and first tier sub parent, as well as client and first tier sub and additional down-stream agreements.	2.3	\$ 750.00	\$ 1,725.00
Sacks, Stephen A	134-Executive Director-Grade 4	12 Oct 2012	Phone conference with J. Horner (ResCap) and H. Tucker and E. Sapir to review open question list regarding creation of capital losses, bid breakdowns and differences, asset breakdown and potential ownership changes.	2.2	\$ 750.00	\$ 1,650.00
Sacks, Stephen A	134-Executive Director-Grade 4	15 Oct 2012	Review gain calculation bid constraints, tax basis and related data.	2.5	\$ 750.00	\$ 1,875.00
Sacks, Stephen A	134-Executive Director-Grade 4	16 Oct 2012	Continued to review tax basis and related data	2.0	\$ 750.00	\$ 1,500.00
Sacks, Stephen A	134-Executive Director-Grade 4	18 Oct 2012	Review Ally 10-K	1.5	\$ 750.00	\$ 1,125.00
Sacks, Stephen A	134-Executive Director-Grade 4	18 Oct 2012	Review Ally Section 382 notices.	2.0	\$ 750.00	\$ 1,500.00
Sacks, Stephen A	134-Executive Director-Grade 4	19 Oct 2012	Phone conference with H. Tucker, E. Sapir, C. Dondzila (ResCap) and S. Joffe (FTI) to discuss potential ownership change issues and applicable TARP rules.	1.0	\$ 750.00	\$ 750.00
Sacks, Stephen A	134-Executive Director-Grade 4	19 Oct 2012	Review draft schedule of Ally shifts	1.1	\$ 750.00	\$ 825.00
Sacks, Stephen A	134-Executive Director-Grade 4	19 Oct 2012	Review Ally form 10Qs.	0.8	\$ 750.00	\$ 600.00
Sacks, Stephen A	134-Executive Director-Grade 4	22 Oct 2012	Draft open issues list related to the calculation of tax basis	1.1	\$ 750.00	\$ 825.00
Sacks, Stephen A	134-Executive Director-Grade 4	01 Nov 2012	Review 10-K for debt modifications	2.5	\$ 750.00	\$ 1,875.00
Sacks, Stephen A	134-Executive Director-Grade 4	06 Nov 2012	Review issue list based upon potential debt modification materials found within Forms 10K.	2.1	\$ 750.00	\$ 1,575.00
Sacks, Stephen A	134-Executive Director-Grade 4	08 Nov 2012	Review public filings for debt modification consequences.	1.4	\$ 750.00	\$ 1,050.00
			Sub Total	27.0		\$ 20,250.00

Sapir, Eric	444-Staff/Assistant-Grade 4	04 Oct 2012	Draft summary of research conducted on the tax basis of the company	2.6	\$ 225.00	\$ 585.00
Sapir, Eric	444-Staff/Assistant-Grade 4	09 Oct 2012	Review public company filings for tax attributes and other tax basis related items.	1.9	\$ 225.00	\$ 427.50
Sapir, Eric	444-Staff/Assistant-Grade 4	09 Oct 2012	Phone conference with H. Tucker, C. Dondzilla (ResCap) and S. Sacks regarding tax implications of potential carve-out bids.	0.9	\$ 225.00	\$ 202.50
Sapir, Eric	444-Staff/Assistant-Grade 4	10 Oct 2012	Continue review of financials and tax sharing agreements between group parent and first tier sub parent, as well as client and first tier sub and additional down-stream agreements.	4.1	\$ 225.00	\$ 922.50
Sapir, Eric	444-Staff/Assistant-Grade 4	12 Oct 2012	Phone conference with H. Tucker, C. Dondzilla (ResCap), and S. Sacks to review open question list regarding creation of capital losses, bid breakdowns and differences, asset breakdown and potential ownership changes.	2.5	\$ 225.00	\$ 562.50
Sapir, Eric	444-Staff/Assistant-Grade 4	15 Oct 2012	Review open items related to ownership change and public filing data available to determine ownership status over applicable	0.3	\$ 225.00	\$ 67.50
Sapir, Eric	444-Staff/Assistant-Grade 4	16 Oct 2012	Engage in additional research on Section 382 and the tax treatment of tax sharing agreements	2.7	\$ 225.00	\$ 607.50
Sapir, Eric	444-Staff/Assistant-Grade 4	16 Oct 2012	Phone conference with C. Dondzilla (ResCap), H. Tucker, and S. Sacks regarding Section 338(h)(10) election, bid purchase price allocation, and other tax issues related to the bid offers.	2.3	\$ 225.00	\$ 517.50
Sapir, Eric	444-Staff/Assistant-Grade 4	18 Oct 2012	Research revenue rulings on TARP investments by the US Treasury and the effect on ownership for Section 382 purposes.	2.2	\$ 225.00	\$ 495.00
Sapir, Eric	444-Staff/Assistant-Grade 4	19 Oct 2012	Phone conference with H. Tucker, S. Sacks, C. Dondzilla-(ResCap), and S. Joffe (FTI) to discuss potential ownership change issues and applicable TARP rules.	1.2	\$ 225.00	\$ 270.00
Sapir, Eric	444-Staff/Assistant-Grade 4	19 Oct 2012	Draft tax sharing agreement issue list.	0.8	\$ 225.00	\$ 180.00
Sapir, Eric	444-Staff/Assistant-Grade 4	19 Oct 2012	Update Res Cap ownership schedules using publicly filed data.	0.5	\$ 225.00	\$ 112.50
Sapir, Eric	444-Staff/Assistant-Grade 4	05 Nov 2012	Review 2009 and 2010 Form 10K	1.2	\$ 225.00	\$ 270.00
Sapir, Eric	444-Staff/Assistant-Grade 4	05 Nov 2012	Update tax basis issue list based upon potential debt modification materials found within the Forms 10K.	2.2	\$ 225.00	\$ 495.00
Sapir, Eric	444-Staff/Assistant-Grade 4	07 Nov 2012	Review and edit 2011 Form 10K open items list	2.1	\$ 225.00	\$ 472.50
			Sub Total	27.5		\$ 6,187.50

Tucker,Howard J	111-Partner/Principal-Grade 1	04 Oct 2012	Review of client data and documentation on Client background in order to put together a strategy on how to complete the tax basis project	1.4	\$ 850.00	\$ 1,190.00
Tucker,Howard J	111-Partner/Principal-Grade 1	09 Oct 2012	Phone conference with E. Sapir, C. Dondzilla (ResCap) and S. Sacks regarding tax implications of potential carve-out bids.	1.1	\$ 850.00	\$ 935.00
Tucker,Howard J	111-Partner/Principal-Grade 1	09 Oct 2012	Review public company filings for tax attributes and other tax basis related items.	0.5	\$ 850.00	\$ 425.00
Tucker,Howard J	111-Partner/Principal-Grade 1	10 Oct 2012	Review financials and tax sharing agreements between group parent and first tier sub parent, as well as client and first tier sub and additional down-stream agreements.	1.6	\$ 850.00	\$ 1,360.00
Tucker,Howard J	111-Partner/Principal-Grade 1	12 Oct 2012	Phone conference with E. Sapir, C. Dondzilla (ResCap), and S. Sacks to review open question list regarding creation of capital losses, bid breakdowns and differences, asset breakdown and potential ownership changes.	2.2	\$ 850.00	\$ 1,870.00
Tucker,Howard J	111-Partner/Principal-Grade 1	15 Oct 2012	Review gain calculation and bid constraints	2.8	\$ 850.00	\$ 2,380.00
Tucker,Howard J	111-Partner/Principal-Grade 1	16 Oct 2012	Review tax basis and data that would affect basis	1.3	\$ 850.00	\$ 1,105.00
Tucker,Howard J	111-Partner/Principal-Grade 1	16 Oct 2012	Phone conference with C. Dondzilla (ResCap), E. Sapir, and S. Sacks regarding Section 338(h)(10) election, bid purchase price allocation, and other tax issues related to the bid offers.	2.0	\$ 850.00	\$ 1,700.00
Tucker,Howard J	111-Partner/Principal-Grade 1	17 Oct 2012	Review 382 notices	1.9	\$ 850.00	\$ 1,615.00
Tucker,Howard J	111-Partner/Principal-Grade 1	18 Oct 2012	Review 382 notices to prepare for call on 10/19 with J. Horner (ResCap)	2.2	\$ 850.00	\$ 1,870.00
Tucker,Howard J	111-Partner/Principal-Grade 1	19 Oct 2012	Continued to review 382 notices to prepare for call with J. Horner (ResCap) on 10/19	2.3	\$ 850.00	\$ 1,955.00
Tucker,Howard J	111-Partner/Principal-Grade 1	19 Oct 2012	Phone conference with E. Sapir, S. Sacks, C. Dondzilla-(ResCap), and S. Joffe (FTI) to discuss potential ownership change issues and applicable TARP rules.	1.0	\$ 850.00	\$ 850.00
Tucker,Howard J	111-Partner/Principal-Grade 1	23 Oct 2012	Review of COD information and debt mod info	1.3	\$ 850.00	\$ 1,105.00
Tucker,Howard J	111-Partner/Principal-Grade 1	06 Nov 2012	Review issue list based upon potential debt modification materials found within Forms 10K.	1.0	\$ 850.00	\$ 850.00
Tucker,Howard J	111-Partner/Principal-Grade 1	14 Nov 2012	Review public filings for debt modification consequences.	1.1	\$ 850.00	\$ 935.00
			Sub Total	23.7		\$ 20,145.00

Grand Total 130.9 \$ 78,265.00

Exhibit D-2

Fee Applications

In re Residential Capital, LLC, et al.						
Ernst & Young LLP Time Detail --- Fee Application						
October 1, 2012 through April 30, 2013						
Employee Name	Rank	Transaction Date	Description	Hours Charged	Std Bill Rate	Total Fee
Flagg,Nancy A.	131-Executive Director-Grade 1	08 Apr 2013	Correspond with M. Talarico (FTI) regarding retention fee and engagement management documents	0.4	\$ 750.00	\$ 300.00
Flagg,Nancy A.	131-Executive Director-Grade 1	24 Apr 2013	Phone conference with D. Mullen regarding the fee application and billing accordingly	0.3	\$ 750.00	\$ 225.00
Flagg,Nancy A.	131-Executive Director-Grade 1	29 Apr 2013	Phone conference with M. Lee (Foley) regarding fee application and detail	0.9	\$ 750.00	\$ 675.00
			Sub Total	1.6		\$ 1,200.00
Mitchell,Traci R.	131-Executive Director-Grade 1	30 Apr 2013	Phone conference with Foley regarding billing and fee applications	1.0	\$ 750.00	\$ 750.00
			Sub Total	1.0		\$ 750.00
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	30 Apr 2013	Phone conference with Foley regarding billing methods and best practices	0.8	\$ 225.00	\$ 180.00
			Sub Total	0.8		\$ 180.00
Sacks,Stephen A	134-Executive Director-Grade 4	04 Feb 2013	Draft and review documentation regarding the affidavit.	2.7	\$ 750.00	\$ 2,025.00
Sacks,Stephen A	134-Executive Director-Grade 4	30 Apr 2013	Phone conference with Foley, and N. Flagg regarding engagement reporting and work since 10/1/12	0.8	\$ 750.00	\$ 600.00
			Sub Total	3.5		\$ 2,625.00
			Grand Total	6.9		\$ 4,755.00

Exhibit D-3

Retention Application

In re Residential Capital, LLC, et al.						
Ernst & Young LLP Time Detail --- Retention Application						
October 1, 2012 through April 30, 2013						
Employee Name	Rank	Transaction Date	Description	Hours Charged	Std Bill Rate	Total Fee
Flagg, Nancy A.	131-Executive Director-Grade 1	08 Oct 2012	Travel to ResCap in Minnesota for initial client meeting	3.2	\$ 750.00	\$ 2,400.00
Flagg, Nancy A.	131-Executive Director-Grade 1	09 Oct 2012	Phone conference with H. Tucker regarding client retention documents	0.5	\$ 750.00	\$ 375.00
Flagg, Nancy A.	131-Executive Director-Grade 1	10 Oct 2012	Preparation of client retention documents	0.9	\$ 750.00	\$ 675.00
Flagg, Nancy A.	131-Executive Director-Grade 1	11 Oct 2012	Correspond to T. Mitchell regarding bankruptcy engagement assistance	0.5	\$ 750.00	\$ 375.00
Flagg, Nancy A.	131-Executive Director-Grade 1	14 Oct 2012	Correspond with H. Tucker regarding the retention terms	1.7	\$ 750.00	\$ 1,275.00
Flagg, Nancy A.	131-Executive Director-Grade 1	14 Oct 2012	Phone conference J. Horner (ResCap) and N. Burlson (ResCap) regarding the conflict inquiry	0.7	\$ 750.00	\$ 525.00
Flagg, Nancy A.	131-Executive Director-Grade 1	15 Oct 2012	Phone conference with H. Tucker regarding the conflicts of interests	0.5	\$ 750.00	\$ 375.00
Flagg, Nancy A.	131-Executive Director-Grade 1	16 Oct 2012	Correspond with H. Tucker regarding additional conflict of interest materials	0.7	\$ 750.00	\$ 525.00
Flagg, Nancy A.	131-Executive Director-Grade 1	17 Oct 2012	Correspond with J. Horner regarding scope language for the client engagement	1.4	\$ 750.00	\$ 1,050.00
Flagg, Nancy A.	131-Executive Director-Grade 1	18 Oct 2012	Reviewed and analyzed retention documents in order to prepare a Statement of Work	1.3	\$ 750.00	\$ 975.00
Flagg, Nancy A.	131-Executive Director-Grade 1	19 Oct 2012	Phone conference with H. Tucker regarding the status of the Statement of Work and the retention	1.3	\$ 750.00	\$ 975.00
Flagg, Nancy A.	131-Executive Director-Grade 1	14 Nov 2012	Phone conference with J. Horner (ResCap) and T. Mitchell regarding retention status	0.5	\$ 750.00	\$ 375.00
Flagg, Nancy A.	131-Executive Director-Grade 1	15 Nov 2012	Phone call with T. Mitchell, H. Tucker, and M. Hosbach (EY) regarding retention issues and closing the client	1.9	\$ 750.00	\$ 1,425.00
Flagg, Nancy A.	131-Executive Director-Grade 1	18 Nov 2012	Research retentions for KPMG and Deloitte for EY retention reference	1.1	\$ 750.00	\$ 825.00
Flagg, Nancy A.	131-Executive Director-Grade 1	18 Nov 2012	Correspond with H. Tucker regarding Statement of Work status and fee decision	0.5	\$ 750.00	\$ 375.00
Flagg, Nancy A.	131-Executive Director-Grade 1	19 Nov 2012	Phone conference with T. Mitchell regarding status of the retention engagement	1.2	\$ 750.00	\$ 900.00
Flagg, Nancy A.	131-Executive Director-Grade 1	20 Nov 2012	Phone conference with T. Mitchell and J. Simon (EY counsel) regarding retention status and fees	1.7	\$ 750.00	\$ 1,275.00

Flagg, Nancy A.	131-Executive Director-Grade 1	21 Nov 2012	Phone conference with T. Mitchell and J. Simon (EY counsel) regarding new retention issues surrounding the bankruptcy	1.2	\$ 750.00	\$ 900.00
Flagg, Nancy A.	131-Executive Director-Grade 1	17 Dec 2012	Correspond with J. Horner and H. Tucker regarding the status of the engagement	0.4	\$ 750.00	\$ 300.00
Flagg, Nancy A.	131-Executive Director-Grade 1	18 Dec 2012	Correspond with J. Simon and M. Hosbach regarding follow ups to open issues and questions for the engagement	1.2	\$ 750.00	\$ 900.00
Flagg, Nancy A.	131-Executive Director-Grade 1	19 Dec 2012	Correspond with Ally regarding proper signoff in order to start the engagement	0.6	\$ 750.00	\$ 450.00
Flagg, Nancy A.	131-Executive Director-Grade 1	19 Dec 2012	Phone conference with J. Simon and ResCap counsel to discuss the status of the retention engagement	1.1	\$ 750.00	\$ 825.00
Flagg, Nancy A.	131-Executive Director-Grade 1	27 Dec 2012	Correspond with C. Dondzilla (Ally) regarding EY retention status and open issues	0.9	\$ 750.00	\$ 675.00
Flagg, Nancy A.	131-Executive Director-Grade 1	07 Jan 2013	Correspond with J. Simon regarding the approval to contact Ally's counsel regarding Ally project history	0.6	\$ 750.00	\$ 450.00
Flagg, Nancy A.	131-Executive Director-Grade 1	03 Feb 2013	Review and analyze large dollar state claims made against ResCap	2.1	\$ 750.00	\$ 1,575.00
Flagg, Nancy A.	131-Executive Director-Grade 1	03 Feb 2013	Preparation of the final Statement of Work to be sent to J. Horner (ResCap) for signature	1.2	\$ 750.00	\$ 900.00
Flagg, Nancy A.	131-Executive Director-Grade 1	04 Feb 2013	Phone conference with H. Tucker, S. Sacks, and T. Mitchell regarding the final language of the affidavit	1.2	\$ 750.00	\$ 900.00
Flagg, Nancy A.	131-Executive Director-Grade 1	05 Feb 2013	Correspond with T. Mitchell regarding retention status and margin info	0.8	\$ 750.00	\$ 600.00
Flagg, Nancy A.	131-Executive Director-Grade 1	07 Feb 2013	Correspond with T. Mitchell and J. Horner (ResCap) regarding the status of the engagement	0.5	\$ 750.00	\$ 375.00
Flagg, Nancy A.	131-Executive Director-Grade 1	10 Feb 2013	Correspond with J. Horner (ResCap) regarding the estimates on first phase claim work	1.1	\$ 750.00	\$ 825.00
Flagg, Nancy A.	131-Executive Director-Grade 1	11 Feb 2013	Phone conference with H. Tucker, S. Sacks, and T. Mitchell regarding updates with the phase claim work	0.7	\$ 750.00	\$ 525.00
Flagg, Nancy A.	131-Executive Director-Grade 1	12 Feb 2013	Preparation of a fee estimate document to be sent to J. Horner (ResCap)	1.1	\$ 750.00	\$ 825.00
Flagg, Nancy A.	131-Executive Director-Grade 1	14 Feb 2013	Correspond with T. Mitchell regarding the retention status	0.7	\$ 750.00	\$ 525.00
Flagg, Nancy A.	131-Executive Director-Grade 1	04 Mar 2013	Correspond with T. Mitchell regarding the Statement of Work language and client signature	0.8	\$ 750.00	\$ 600.00
Flagg, Nancy A.	131-Executive Director-Grade 1	05 Mar 2013	Sent the signed Statement of Work documents to J. Simon	0.4	\$ 750.00	\$ 300.00

Flagg, Nancy A.	131-Executive Director-Grade 1	09 Mar 2013	Correspond with M. Talarico (FTI) regarding the IRS claim status	0.6	\$ 750.00	\$ 450.00
Flagg, Nancy A.	131-Executive Director-Grade 1	14 Mar 2013	Phone conference with H. Tucker, T. Mitchell and J. Simon regarding UST additional questions and requests	0.5	\$ 750.00	\$ 375.00
Flagg, Nancy A.	131-Executive Director-Grade 1	22 Mar 2013	Correspond with T. Mitchell regarding retention status	0.3	\$ 750.00	\$ 225.00
Flagg, Nancy A.	131-Executive Director-Grade 1	28 Mar 2013	Correspond with J. Simon and M. Hosback regarding the retention status and client acceptance	1.3	\$ 750.00	\$ 975.00
Flagg, Nancy A.	131-Executive Director-Grade 1	11 Apr 2013	Correspond with T. Mitchell regarding the GTAC status and the opening of a chargeable code	0.6	\$ 750.00	\$ 450.00
Flagg, Nancy A.	131-Executive Director-Grade 1	23 Apr 2013	Correspond with T. Mitchell regarding the engagement acceptance and billing	0.8	\$ 750.00	\$ 600.00
Flagg, Nancy A.	131-Executive Director-Grade 1	30 Apr 2013	Conference call with M. Lee (Foley) regarding billing and bankruptcy procedures	1.4	\$ 750.00	\$ 1,050.00
			Sub Total	41.7		\$ 31,275.00
Mitchell, Traci R.	131-Executive Director-Grade 1	29 Oct 2012	Preparation of the GTAC by gathering information from ResCap	1.8	\$ 750.00	\$ 1,350.00
Mitchell, Traci R.	131-Executive Director-Grade 1	30 Oct 2012	Preparation of the GTAC by drafting necessary engagement forms	1.4	\$ 750.00	\$ 1,050.00
Mitchell, Traci R.	131-Executive Director-Grade 1	31 Oct 2012	Preparation of the GTAC by reviewing and analyzing the client inputs	2.1	\$ 750.00	\$ 1,575.00
Mitchell, Traci R.	131-Executive Director-Grade 1	14 Nov 2012	Review and analyze the status of engagement in preparation for the update phone conference	1.2	\$ 750.00	\$ 900.00
Mitchell, Traci R.	131-Executive Director-Grade 1	14 Nov 2012	Phone conference with J. Horner (ResCap) and N. Flagg regarding retention status	0.5	\$ 750.00	\$ 375.00
Mitchell, Traci R.	131-Executive Director-Grade 1	15 Nov 2012	Phone call with N. Flagg, H. Tucker, and M. Hosbach (EY) regarding retention issues and closing the client	1.9	\$ 750.00	\$ 1,425.00
Mitchell, Traci R.	131-Executive Director-Grade 1	16 Nov 2012	Correspond with N. Flagg regarding the fees that EY projects to incur	0.5	\$ 750.00	\$ 375.00
Mitchell, Traci R.	131-Executive Director-Grade 1	19 Nov 2012	Phone conference with N. Flagg regarding the retention engagement	1.2	\$ 750.00	\$ 900.00
Mitchell, Traci R.	131-Executive Director-Grade 1	20 Nov 2012	Phone conference with N. Flagg and J. Simon (EY counsel) regarding retention status and fees	1.7	\$ 750.00	\$ 1,275.00
Mitchell, Traci R.	131-Executive Director-Grade 1	21 Nov 2012	Phone conference with N. Flagg and J. Simon (EY counsel) regarding new retention issues surrounding the bankruptcy	1.2	\$ 750.00	\$ 900.00
Mitchell, Traci R.	131-Executive Director-Grade 1	26 Nov 2012	Researched and reviewed the potential conflicts of interests with a bankruptcy client	1.3	\$ 750.00	\$ 975.00

Mitchell, Traci R.	131-Executive Director-Grade 1	27 Nov 2012	Preparation of conflict checks in order to complete the GTAC	1.7	\$ 750.00	\$ 1,275.00
Mitchell, Traci R.	131-Executive Director-Grade 1	28 Nov 2012	Correspond with N. Flagg regarding the status of the retention engagement	1.0	\$ 750.00	\$ 750.00
Mitchell, Traci R.	131-Executive Director-Grade 1	18 Jan 2013	Update the GTAC in order for ResCap to become a client so we can move forward with the work	2.4	\$ 750.00	\$ 1,800.00
Mitchell, Traci R.	131-Executive Director-Grade 1	25 Jan 2013	Finalized the GTAC	1.6	\$ 750.00	\$ 1,200.00
Mitchell, Traci R.	131-Executive Director-Grade 1	04 Feb 2013	Phone conference with H. Tucker, S. Sacks, and N. Flagg regarding the final language of the affidavit	1.2	\$ 750.00	\$ 900.00
Mitchell, Traci R.	131-Executive Director-Grade 1	07 Feb 2013	Correspond with N. Flagg and J. Horner (ResCap) regarding the status of the engagement	0.5	\$ 750.00	\$ 375.00
Mitchell, Traci R.	131-Executive Director-Grade 1	11 Feb 2013	Phone conference with H. Tucker, S. Sacks, and N. Flagg regarding updates with the phase claim work	0.7	\$ 750.00	\$ 525.00
Mitchell, Traci R.	131-Executive Director-Grade 1	12 Feb 2013	Preparation of a schedule of open items and action steps for the phase claim work	2.3	\$ 750.00	\$ 1,725.00
Mitchell, Traci R.	131-Executive Director-Grade 1	15 Feb 2013	Correspond with N. Flagg regarding the Statement of Work and open issues	1.1	\$ 750.00	\$ 825.00
Mitchell, Traci R.	131-Executive Director-Grade 1	19 Feb 2013	Researched and analyzed bankruptcy Statement of Works for preferred contract language	1.9	\$ 750.00	\$ 1,425.00
Mitchell, Traci R.	131-Executive Director-Grade 1	20 Feb 2013	Preparation of Statement of Work language to encompass the various tax jurisdictions	2.0	\$ 750.00	\$ 1,500.00
Mitchell, Traci R.	131-Executive Director-Grade 1	28 Jan 2013	Prepared an MMT prelim file to determine cost, margin, and hours to be incurred	3.3	\$ 750.00	\$ 2,475.00
Mitchell, Traci R.	131-Executive Director-Grade 1	05 Feb 2013	Correspond with N. Flagg regarding retention status and margin info	0.8	\$ 750.00	\$ 600.00
Mitchell, Traci R.	131-Executive Director-Grade 1	14 Mar 2013	Phone conference with H. Tucker, N. Flagg and J. Simon regarding UST additional questions and requests	0.5	\$ 750.00	\$ 375.00
Mitchell, Traci R.	131-Executive Director-Grade 1	19 Mar 2013	Preparation of schedule to complete the various tax claims	0.8	\$ 750.00	\$ 600.00
Mitchell, Traci R.	131-Executive Director-Grade 1	22 Mar 2013	Correspond with N. Flagg regarding retention status	0.3	\$ 750.00	\$ 225.00
			Sub Total	36.9		\$ 27,675.00

	78.6		\$ 58,950.00
Less: Investment in Client Retention			\$ (43,950.00)
Grand Total/Retention Effort Billable to Client			\$ 15,000.00

Exhibit E

Expense Detail

In re Residential Capital, LLC, et al.					
Ernst & Young LLP Expense Detail					
October 1, 2012 through April 30, 2013					
Transaction Date	Employee Name	Rank	Expense Category	Description	Expense Amount
24 Apr 2013	Flagg,Nancy A.	131-Executive Director-Grade 1	Air	Transaction Fee from Newark Airport to Minneapolis	\$ 7.00
24 Apr 2013	Flagg,Nancy A.	131-Executive Director-Grade 1	Air	From Newark Airport to Minneapolis	\$ 177.40
30 Apr 2013	Flagg,Nancy A.	131-Executive Director-Grade 1	Ground Transportation	Taxi from Airport to Minneapolis Office	\$ 45.01

Grand Total \$ 229.41